

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973  
(202) 393-2266  
FAX (202) 393-2156

OF COUNSEL  
URBAN A. LESTER

OCT 22 11 20 AM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

October 22, 1998

RECORDATION NO. 21727

FILED

OCT 22 '98

11-20 AM

*C. Bertman*  
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Lease, dated as of October 15, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Andersons, Inc.  
480 W. Dussel Drive  
Maumee, Ohio 43537

Lessee: Southern Illinois Railcar Company  
Executive Park Two  
505 Buckeye Drive  
Troy, Illinois 62294

A description of the railroad equipment covered by the enclosed document is:

thirty-five (35) railcars bearing reporting marks and road numbers set forth on the Schedule attached hereto.

Mr. Vernon A. Williams  
October 22, 1998  
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

SOUTHERN ILLINOIS EXHIBIT "A"						
RIDER: 199701-SOU8N 199501-SOU5A/F						
CAR NUMBER		OLD NUMBERS		PREVIOUS NUMBERS		
1	SIRX 525152	AEX 5218	SCJX 52043			
2	SIRX 525153	AEX 5219	SCJX 52044			
3	SIRX 525154	AEX 5220	SCJX 52045			
4	SIRX 525155	AEX 5221	SCJX 52046			
5	SIRX 525156	AEX 5222	SCJX 52048			
6	SIRX 525157	AEX 5223	SCJX 52050			
7	SIRX 525158	AEX 5224	SCJX 52051			
8	SIRX 525159	AEX 5225	SCJX 52052			
9	SIRX 525160	AEX 5226	SCJX 52054			
10	SIRX 525161	AEX 5227	SCJX 52055			
11	SIRX 525162	AEX 5228	SCJX 52098			
12	SIRX 525163	AEX 5229	SCJX 52100			
13	SIRX 525164	AEX 5230	SCJX 52101			
14	SIRX 525165	AEX 5231	SCJX 52102			
15	SIRX 525166	AEX 5232	SCJX 52103			
16	SIRX 525167	AEX 5233	SCJX 52104			
17	SIRX 525168	AEX 5234	SCJX 52105			
18	SIRX 525169	AEX 5235	SCJX 52108			
19	SIRX 525170	AEX 5236	SCJX 52109			
20	SIRX 525171	AEX 5237	SCJX 52110			
21	SIRX 525172	AEX 5238	SCJX 52112			
22	SIRX 525173	AEX 5239	SCJX 52306			
23	SIRX 525174	AEX 5240	SCJX 52307			
24	SIRX 525175	AEX 5241	SCJX 52309			
25	SIRX 525176	AEX 5242	SCJX 52311			
26	SIRX 525177	AEX 5243	SCJX 52313			
27	SIRX 525178	AEX 5244	SCJX 52314			
28	SIRX 525179	AEX 5245	SCJX 52315			
29	SIRX 525180	AEX 5246	SCJX 52316			
30	SIRX 525181	AEX 5247	SCJX 52318			
31	SIRX 525182	AEX 5248	SCJX 52319			
32	SIRX 525183	AEX 5249	SCJX 52320			
33	SIRX 525184	AEX 5250	SCJX 52322			
34	SIRX 525185	AEX 5251	SCJX 52323			
35	SIRX 525186	AEX 5252	SCJX 52324			

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Revised 10/15/98

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MEMORANDUM OF LEASE

OCT 22 '98

11-20AM

This Memorandum of Lease is entered into as of the 15th day of October, 1998, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Southern Illinois Railcar Company, an Illinois corporation, having its principal place of business at Executive Park Two, 505 Buckeye Drive, Troy, Illinois 62294 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Net Lease Agreement #199701-SOU8 dated as of September 1, 1997 (the "Master Lease"), and Rider #199701-SOU8N dated as of September 1, 1997 (the "Rider"), whereby Lessor leases to Lessee thirty-five (35) rail cars bearing consecutive railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") terminating August 31, 2004 with car numbers starting at SIRX 525152.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSOR:

Signed and acknowledged in the presence of:

Roger J. Truchon  
Charles R. Brown

THE ANDERSONS, INC.

By:

Kenneth H. Sore

Title: Vice President & General Manager  
Manufacturing Division

LESSEE:

Signed and acknowledged in the presence of:

[Signature]  
Lucille Nation

SOUTHERN ILLINOIS RAILCAR COMPANY

By:

[Signature]

Title:

President

STATE OF OHIO       )  
                              ) SS:  
COUNTY OF LUCAS    )

Before me, a Notary Public, in and for said county and state, personally appeared Rasesh H. Shah, the Vice President and General Manager, Manufacturing Division of The Andersons, Inc., an Ohio corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 15th day of October, 1998.

Elizabeth J. Hall  
Notary Public  
Attorney at Law  
My Commission Expires:  
Notary Public - State of Ohio  
My Commission has no Expiration Date  
Section 147.03 O.R.C.

STATE OF Illinois       )  
                              ) SS:  
COUNTY OF Madison    )

On this 19<sup>th</sup> day of October, 1998, before me personally appeared Fred L. Parsons, to me personally known, who being duly sworn, says that he/she is the President of Southern Illinois Railcar Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Janice A. Tweedy  
Notary Public  
My Commission Expires: February 23, 2000

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Revised 10/15/98